

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
PUMPKIN PATCH LLC, ¹)	Case No. 09-12200 (BLS)
)	
Debtor.)	Objections Due: March 23, 2010 at 4:00 p.m. EDT
)	Hearing Date: April 7, 2010 at 10:30 a.m. EDT

**NOTICE OF SECOND INTERIM FEE APPLICATION OF WOMBLE CARLYLE
SANDRIDGE & RICE, PLLC AS COUNSEL TO THE DEBTOR AND DEBTOR IN
POSSESSION FOR THE PERIOD OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

PLEASE TAKE NOTICE that Womble Carlyle Sandridge & Rice, PLLC filed its Second Interim Fee Application as Counsel to the Debtor and Debtor in Possession for the Period October 1, 2009 through December 31, 2009 (the “Fee Application”), seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$9,666.00 and reimbursement for actual and necessary expenses in the amount of \$31.40.

PLEASE TAKE NOTICE THAT a hearing regarding the Fee Application will take place on **April 7, 2010 at 10:30 a.m. (EDT)** before the Honorable Brendan Linehan Shannon, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801.

PLEASE TAKE NOTICE that, pursuant to the Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals, dated July 22, 2009 (the “Interim Compensation Order”), objections, if any, to the Interim Fee Application Request must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be **actually received by**

¹ The last four digits of Pumpkin Patch LLC’s federal tax identification number are 4007. The mailing address for Pumpkin Patch LLC is 951 Mariners Island Boulevard, Suite 650, San Mateo, CA 94404.

4:00 p.m. (EDT) on March 23, 2010. If no objections are timely-filed to the Interim Fee Application Request, the Court may enter an order granting the Interim Fee Application Request without hearing.

Dated: March 3, 2010

**WOMBLE CARLYLE SANDRIDGE
& RICE, PLLC**

/s/ Thomas M. Horan

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Co-Counsel to the Debtor and Debtor-in-Possession

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**SECOND INTERIM FEE APPLICATION OF WOMBLE CARLYLE SANDRIDGE &
RICE, PLLC AS COUNSEL TO THE DEBTOR AND DEBTOR IN
POSSESSION FOR THE PERIOD OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant:	Womble Carlyle Sandridge & Rice, PLLC
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc Pro Tunc</i> to June 29, 2009
Period for which Compensation and Reimbursement is Sought:	October 1, 2009 – December 31, 2009
Amount of Compensation sought as Actual, Reasonable and Necessary:	\$ 9,666.00
Amount of Expense Reimbursement sought as Actual, Reasonable and Necessary	\$ 31.40

This is an interim fee application

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Summary of Monthly Fee Applications for Interim Period:

Date Filed/ Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
11/16/09 D.I. 181	10/1/09 – 10/31/09	\$4,057.50	\$5.00	\$3,246.00	\$5.00
12/23/09 D.I. 199	11/1/09- 11/30/09	\$2,522.00	\$2.20	\$2,007.60	\$2.20
1/1/10 D.I. 208	12/1/09- 12/31/09	\$3,086.50	\$24.20	\$2,469.20	\$24.20

Summary of Objections to Monthly Fee Applications: None to date.

**CUMMULATIVE SUMMARY OF PROFESSIONAL SERVICES
 RENDERED BY WOMBLE CARLYLE SANDRIDGE & RICE, PLLC
 ON BEHALF OF THE DEBTOR FOR THE PERIOD OCTOBER 1, 2009
THROUGH DECEMBER 31, 2009**

NAME OF PROFESSIONAL PERSON	POSITION/DATE ADMITTED TO BAR/NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT <i>(REFLECTS REDUCTIONS)</i>
Thomas M. Horan	Associate – Admitted to Delaware Bar 2005; Joined WCSR in 2009	\$325.00	16.0	\$5,200.00
Heidi Sasso	Paralegal, Joined WCSR in 2007	\$210.00	20.1	\$4,221.00
Kathleen Lytle	Paralegal, Joined WCSR in 2006	\$205.00	1.0	\$205.00
Pamela J. Groff	Paralegal, Joined WCSR in 2007	\$200.00	0.2	\$40.00
TOTALS			37.30	\$9,666.00
Total Blended Rate		\$259.14		

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Task Code	Task Description	Hours	Amount
BO	Business Operations/Meetings with Debtor	3.00	975.00
CO	Claims Objection	0.10	32.50
E	Executory Contracts/Lease Agreements	1.80	470.00
EB	Employee Benefits	0.20	65.00
F	Fee Application/Monthly Billing	4.20	951.00
FA	Fee Application Preparation	10.20	2,751.00
FO	Fees of Others	5.30	1,331.50
G	General Case Administration	1.70	352.50
H	Court Hearings/Preparation/Agenda	5.80	1,321.50
O	Claims Administration	1.70	541.00
P	Post Petition Financing	0.20	65.00
PO	Plan of Reorganization	1.30	342.00
RS	Reports and Schedules	1.80	468.00
	TOTAL	37.3	\$9,666.00

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EXPENSES	AMOUNTS
Messenger/Courier Service	\$ 28.00
Photocopies	\$ 3.40
Total Expenses Requested:	\$31.40

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SANDRIDGE & RICE, PLLC AS COUNSEL TO THE DEBTOR AND
DEBTOR IN POSSESSION FOR THE PERIOD
OCTOBER 1, 2009 THROUGH DECEMBER 31, 2009**

Womble Carlyle Sandridge & Rice, PLLC (“WCSR”) hereby submits its Second Interim Fee Application as Counsel to the Debtor and Debtor in Possession for the Period October 1, 2009 through December 31, 2009 (the “Fee Application”), pursuant to sections 327, 330(a), and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the “Guidelines”), and this Court’s *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, dated July 22, 2009 (the “Interim Compensation Order”)² [Docket No. 92]. By this Fee Application, WCSR seeks (i) interim allowance of compensation in the amount of \$9,666.00 and

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actual and necessary expenses in the amount of \$31.40, for a total allowance of \$9,697.40; and (ii) payment of the heretofore unpaid amount of such fees and expenses, for the period October 1, 2009 through December 31, 2009 (the “Interim Period”). In support of this Application, WCSR respectfully represents as follows:

I. Jurisdiction

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 157(b)(2).

2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. Background

3. On June 29, 2009 (the “Commencement Date”), the Debtor filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtor continues to manage and operate its business as debtor in possession under Bankruptcy Code sections 1107 and 1108.

5. The Office of the United States Trustee has not appointed an official committee of unsecured creditors in this case [D.I. 55].

III. Summary of Application for the Compensation Period

6. By this Application, and in accordance with the Interim Compensation Order, WCSR requests approval of the Interim Compensation Amount and the Interim Expense Amount for the Interim Period.

² Capitalized terms used herein but not capitalized shall have the meaning(s) ascribed to them in the Interim Compensation Order.

7. Before the Commencement Date, WCSR received a \$20,000 retainer and advance (the “Retainer”) from the Debtor as security for payment of the firm’s fees and expenses for professional services to be performed relating to the preparation for and prosecution of this Chapter 11 case. Pre-petition, WCSR incurred a total of \$11,375.00 in fees and expenses which was paid pre-petition from the Retainer. As to the Commencement Date Retainer balance, WCSR’s retention terms with the Debtor provide for maintaining the Retainer on an “evergreen” basis, such that it would not be applied to post-petition fees and expenses of the firm until the conclusion of the firm’s engagement. In connection with WCSR’s retention in this case, however, WCSR agreed that the Retainer would only be applied to the firm’s allowed expenses, but otherwise in accordance with its engagement terms.

8. By this Court’s Order dated July 22, 2009, the Debtor was authorized to retain WCSR as its attorneys effective as of the Commencement Date, with regard to the filing and prosecution of this case and all related matters (the “Retention Order”). The Retention Order authorizes the Debtor to compensate WCSR in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were to be fixed by order of the Court. On July 22, 2009, the Court entered the Interim Compensation Order, which established such procedures.

9. During the Interim Period, WCSR performed the services for which it is seeking compensation for the Debtor and its estate. In addition, WCSR received no payment and no promises of payment from any source, other than the Debtor, for services rendered, or to be rendered, in any capacity whatsoever in connection with the matters covered by this Application.

There is no agreement or understanding between WCSR and any other person, other than members of the firm, for the sharing of compensation received for services rendered in this case.

10. WCSR's monthly fee applications during the Interim Period have been filed and served in accordance with the Interim Compensation Order.

IV. RELIEF REQUESTED

11. By this Application, WCSR requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by WCSR during the Interim Period.

12. At all relevant times, WCSR has been a disinterested person as that term is defined in Bankruptcy Code section 101(14) and has not represented or held an interest adverse to the interest of the Debtor.

13. All services for which compensation is requested by WCSR were performed for or on behalf of the Debtor.

14. WCSR has received no payment and no promises for payment from any source other than the Debtor for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application. There is no agreement or understanding between WCSR and any other person other than the partners of WCSR for the sharing of compensation to be received for services rendered in these cases.

15. The professional services and related expenses for which WCSR requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of WCSR's professional responsibilities as attorneys for the Debtor. WCSR's services have been necessary and beneficial to the Debtor and its estate, creditors and other parties in interest.

16. In accordance with the factors enumerated in Bankruptcy Code section 330, WCSR respectfully submits that the amount requested by WCSR is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, WCSR has reviewed the requirements of Del. Bankr. LR 2016-2 and the Interim Compensation Order and believes that this Application complies with such Rule and Order. To the extent that this Fee Application fails to comply with Del. Bankr. LR 2016-2 in any respect, WCSR submits that such non-compliance is non-material, and respectfully requests that such non-compliance be waived.

WHEREFORE, WCSR respectfully requests that the Court enter an order providing that (i) interim allowance be made to WCSR for the period from October 1, 2009 through December 31, 2009 in the sum of \$9,666.00, as compensation for necessary professional services rendered, and the sum of \$31.40, for reimbursement of actual necessary costs and expenses, for a total of \$9,697.40; (ii) that the Debtors be authorized and directed to pay to WCSR the heretofore unpaid amount of such sums; and (iii) for such other and further relief as may be just and proper.

Dated: March 3, 2010

**WOMBLE CARLYLE SANDRIDGE
& RICE, PLLC**

/s/ Thomas M. Horan

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